

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

IN RE PHARMACEUTICAL INDUSTRY
AVERAGE WHOLESALE PRICE
LITIGATION

)
) MDL No. 1456
)

) CIVIL ACTION: 01-CV-12257-PBS
)

THIS DOCUMENT RELATES TO ALL
CLASS ACTIONS
01-CV-12257-PBS AND 01-CV-339

) Judge Patti B. Saris
)

) Chief Magistrate Judge Marianne B. Bowler
)

PLAINTIFFS' MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiffs, by their attorneys, respectfully move this Court for a leave to file (a) Plaintiffs' Memorandum in Support of Class Certification; (b) Declaration of Steve W. Berman in Support of Class Certification; (c) Declaration of Raymond S. Hartman in Support of Certification of Class; (d) Declaration of Steven Schondelmeyer; and (e) Affidavit of Arthur Steinberg, Lead Coordinator of Philadelphia Federation of Teachers Health & Welfare Fund under seal.

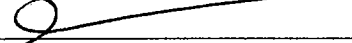
Throughout Plaintiffs' memorandum and the Declarations of Steve W. Berman, Raymond S. Hartman and Steven Schondelmeyer includes copies of documents and excerpts from those documents, that have been identified by certain Defendants as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" pursuant to the terms of the December 13, 2004 Protective Order. If the documents themselves are not quoted information derived from them in which under the terms of the Protective Order requires that those portions be sealed. The materials not only quote extensively and/or attach such documents, but also include references to pricing data that

defendants no doubt believe to be highly proprietary in nature. Paragraph 15 of the Protective Order mandates that any document or pleading containing such information be filed under seal. Plaintiffs hereby comply with the terms of the Protective Order. At this time, Plaintiffs' take no position as to whether the information so designated by defendants is in fact "CONFIDENTIAL" or HIGHLY CONFIDENTIAL and explicitly reserve their right to challenge such designations in accordance with the terms of the Protective Order. Plaintiffs have no doubt however that to comply with the terms of the protective order these materials must be filed under seal.

In addition, Plaintiffs request the Affidavit of Arthur Steinberg, Lead Coordinator of Philadelphia Federation of Teachers Health and Welfare Fund be filed under seal. This Affidavit contains confidential contractual terms which Philadelphia Federation of Teachers Health and Welfare Fund considers to be proprietary.

WHEREFORE, Plaintiffs respectfully request that this Court grant them leave to file their Memorandum in Support of Class Certification, the Declarations of Steve W. Berman, Raymond S. Hartman and Steven Schondelmeyer, and the Affidavit of Arthur Steinberg, Lead Coordinator of Philadelphia Federation of Teachers Health and Welfare Fund under seal, and all other relief that this Court deems just and proper.

DATED: September 3, 2004

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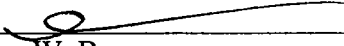
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CERTIFICATE OF SERVICE

I hereby certify that I, Steve W. Berman, an attorney, caused a true and correct copy of the foregoing **PLAINTIFFS' MOTION FOR LEAVE TO FILE UNDER SEAL** to be delivered to all counsel of record by electronic service pursuant to Paragraph 11 of the Case Management Order No. 2, by sending on September 3, 2004, a copy to Verilaw Technologies for Posting and notification to all parties

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